

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY
Caption in Compliance with D.N.J. LBR 9004-1(a)

CULLEN AND DYKMAN LLP

433 Hackensack Avenue

Hackensack, NJ 07601

(201) 488-1300 (Tel)

(201) 488-6541 (Fax)

David Edelberg, Esq.

dedelberg@cullenanddykman.com

Proposed Counsel to Dianna Guadagnino

In Re:

Dianna Guadagnino,

Debtor.

Chapter 11

Case No.: Case No.: 17-12951(RG)

**AMENDED AFFIDAVIT OF DAVID EDELBERG, ESQ. IN SUPPORT OF
DEBTOR'S APPLICATION TO RETAIN CULLEN AND DYKMAN LLP
AS COUNSEL NUNC PRO TUNC TO THE PETITION DATE**

STATE OF NEW JERSEY)
) ss:
COUNTY OF BERGEN)

David Edelberg, being duly sworn, upon his oath, according to law, deposes and says:

1. I am an attorney at law, duly admitted to practice in the State of New Jersey and in this Court. I am a partner with the firm of Cullen and Dykman LLP ("C&D") which maintains offices for the practice of law at 433 Hackensack Avenue, Hackensack, New Jersey 07601.

2. Except as set forth herein, this firm has no prior connection with Dianna Guadagnino ("Debtor") and her equity security holders, her creditors or any other parties in interest herein.

3. This firm is not a creditor of Debtor and no member of this firm is an equity security holder or an insider of Debtor.

4. No member of this firm is and was not, within two years before the date of the filing of the petition, a director, officer, or employee of Debtor.

5. Except as set forth herein, C&D does not represent any interest materially adverse to the interest of the estate or any class of creditors, or equity security holders and is a disinterested person pursuant to 11 U.S.C. §101(14).

6. In connection with its proposed retention by the Debtor in this case, C&D has researched its client and conflict database to determine whether it has or had any relationships with the following entities that would create a conflict of interest or affect its status as being disinterested with the meaning of section 101(14) of the Bankruptcy Code:

- (a) the Debtor and its officers and directors;
- (b) the Debtor's secured creditors;
- (c) the Debtor's 20 largest unsecured creditors;
- (d) parties in significant litigation with the Debtor; and
- (e) parties that are counterparties to various agreements, including leases, licenses and other contracts with the Debtor.

7. As a result of the research performed to date, C&D makes the following disclosures:

- (a) The Debtor, and the Debtor's Officers and Directors: To the best of my knowledge, formed after reasonable inquiry, neither C&D nor any member, of counsel attorney or associate thereof is related to the Debtor or its officers or directors, nor has C&D provided services to the Debtor, its officers or directors in connection with these proceedings, other than as follows:

- Dianna Guadagnino: Prior to the Petition Date, C&D has not represented the Debtor

- The Debtor's Secured Creditors: M&T Bank has a first lien upon the real property located at 287 Communipaw Avenue, Jersey City New Jersey. C&D believes that M&T's claim is over secured. C&D provides services to M&T Bank on matters unrelated to this Chapter 11 case. In 2016 M&T generated less than 1% of C&D's gross revenues. C&D will not represent either the Debtor or M&T Bank in the event of a dispute regarding the validity and extent of M&T's first mortgage. In such event, special counsel will need to be retained to represent the debtor in such regard; and C&D will not represent either party.
 - Bank of America has a first lien upon the real property located at 104 Pine Street, Jersey City New Jersey. C&D believes that Bank of America's claim is over secured. C&D provides services to Bank of America on matters unrelated to this Chapter 11 case. In 2016 Bank of America generated less than .5% of C&D's gross revenues. C&D will not represent either the Debtor or Bank of America in the event of a dispute regarding the validity and extent of Bank of America's first mortgage. In such event, special counsel will need to be retained to represent the debtor in such regard; and C&D will not represent either party.
 - Wells Fargo Bank has a first lien upon the real property located at 109 Lafayette Street, Jersey City New Jersey. C&D believes that Wells Fargo's claim is over secured. C&D provides services to Wells Fargo Bank on matters unrelated to this Chapter 11 case. In 2016 Wells Fargo generated less than .1% of C&D's gross revenues. C&D will not represent either the Debtor or Wells Fargo in the event of a dispute regarding the validity and extent of Wells Fargo's first mortgage. In such event, special counsel will need to be retained to represent the debtor in such regard; and C&D will not represent either party.
- (b) The Debtor's 20 Largest Unsecured Creditors: To the best of my knowledge, formed after reasonable inquiry, C&D has no current connection with any of the Debtor's 20 largest unsecured creditors, other than as follows:

Capital One has three unsecured claims in the aggregate amount of approximately \$11,500.00 arising from credit card purchases. C&D provides services to Capital One Bank on matters unrelated

to this Chapter 11 case. In 2016 Capital One Bank generated less than .5% of C&D's gross revenues. C&D will not represent either the Debtor or Capital One Bank in the event of a direct dispute between the parties. In such event, special counsel will need to be retained to represent the debtor in such regard; and C&D will not represent either party.

(c) The Debtor's Unsecured Creditors: To the best of my knowledge, formed after reasonable inquiry, C&D has no current connection with any of the Debtor's unsecured creditors.

8. The proposed employment of C&D is not prohibited by or improper under Bankruptcy Rule 5002. I am not related, and to the best of my knowledge, no employee of C&D is related, to any United States Bankruptcy Judge or District Court Judge for the District of New Jersey or to the United States Trustee for such district or any employee in the office thereof.

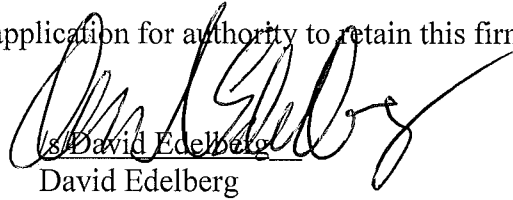
9. Prior to commencement of the chapter 11 case, on February 14, 2017 C&D received a retainer of 5,000.00 (the "Retainer") from the Debtor to be applied against fees and expenses of C&D in its representation of the Debtor in this chapter 11 case. As of the Petition Date, the Retainer was partially drawn on account of professional fees, the filing fee and associated expenses incurred for services rendered to the Debtor prior to the Petition Date.

10. This firm will render necessary legal services to Debtor in this matter and charge for said services based upon the time expended by attorneys and paralegals at this firm. The current hourly rates charged by attorneys and paralegals at this firm are as follows:

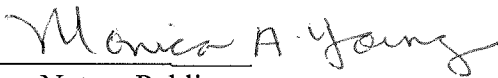
Partners	\$425-\$705 per hour
Associates	\$225-\$375 per hour
Paralegals	\$90-\$175 per hour

11. The foregoing rates are subject to periodic adjustment. Debtor will also be charged for usual and necessary disbursements and expenses in furtherance of our representation, including but not limited to, copying costs, long distance telephone, postage and facsimile costs.

12. I hereby certify that I have complied with the requirements of D.N.J. LBR 2014(a) with respect to the service of the within application for authority to retain this firm.


s/ David Edelberg
David Edelberg

Sworn to before me this 21st day
of March, 2017

s/ 
Notary Public
My Commission Expires:

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MONICA A. YOUNG
A Notary Public of New Jersey
My Commission Expires January 5, 2020